

**UNITED STATES DISTRICT COURT  
DISTRICT OF MINNESOTA**

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U.S. Bank National Association	)	
in its capacity as Indenture Trustee	)	
and not in its Individual Capacity,	)	
	)	
Plaintiff,	)	
	)	
vs.	)	
	)	
Alliant Energy Resources, Inc.,	)	
a Wisconsin corporation; and	)	
Alliant Energy Corporation,	)	
a Wisconsin corporation,	)	
	)	
Defendants.	)	
	)	
	)	

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Court File No. 08 CV 5111 MJD/JJK

**DECLARATION OF F.J. BURI**

F.J. Buri declares as follows:

1. I am Corporate Secretary of both Alliant Energy Resources, Inc. ("Resources") and Alliant Energy Corporation ("Alliant"). I make this declaration based on my personal knowledge or on the basis of documents and records of Resources with which I am familiar in the course of my duties and which I know to be reliable.
  
2. Both Resources and Alliant are incorporated under the laws of the State of Wisconsin. Resources is a wholly-owned subsidiary of Alliant. Both companies' principal offices are located at 4902 North Biltmore Lane, Madison, Wisconsin.
  
3. Resources and Alliant entered into an Indenture with Firstar Bank, N.A. ("Firstar") on November 4, 1999 under which Firstar acted as indenture trustee for bonds issued by Resources. Alliant signed the Indenture as guarantor.

4. The negotiations between Alliant, Resources, and Firststar relating to the Indenture occurred in the State of Wisconsin. The representatives of Firststar involved in those negotiations were located in Firststar's office in Milwaukee, Wisconsin. At the time the Indenture was signed, Firststar's Corporate Trust Department was based in Milwaukee. U.S. Bank National Association, became Successor Trustee on the Indenture through its acquisition of Firststar.

5. The representatives of Resources who participated in the negotiation of the Indenture worked (and, to the extent still employed by Alliant or an affiliate, still work) in Madison, Wisconsin.

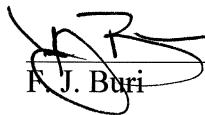
6. As I understand the complaint, it alleges that Resources is in default of the Indenture because Resources has sold its interests in assets located in Australia, Brazil, China, New Zealand, and Mexico. Many of the representatives of Resources who participated in and have knowledge of these sales worked (and, to the extent still employed by Alliant or an affiliate, still work) in Madison, Wisconsin. Other representatives who participated and have knowledge of these sales worked (and, to the extent still employed by Alliant or an affiliate, still work) in Cedar Rapids, Iowa. Representatives of Resources who work in Cedar Rapids regularly travel to Madison as part of their jobs. None of the representatives of Resources who participated in or have knowledge of these sales worked in Minnesota.

7. Resources and Alliant are not authorized to conduct business in Minnesota, do not conduct business in Minnesota, and have not appointed an agent for service of process in Minnesota.

8. Resources and Alliant do not maintain offices in Minnesota, do not have employees in Minnesota, do not have mailing addresses in Minnesota, do not have bank accounts in Minnesota, and do not own any real or personal property in Minnesota.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on September 30, 2008.

  
F. J. Buri